



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

Writer's Direct Dial Number

(757) 629-2845
Fax (757) 533-4872
jim.squires@nscorp.com

RECORDATION NO. 14995-C FILED

SEP 21 '01 3:37 PM

TS

SURFACE TRANSPORTATION BOARD

James A. Squires
Senior General Attorney

September 18, 2001

Hand Delivery

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D. C. 20423-0001

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board five (5) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of August 15, 2001. The primary document to which this is connected is recorded under Recordation No. 14995.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: The Bank of New York (successor to Mercantile-
Safe Deposit and Trust Company)
101 Barclay Street
New York, NY 10286

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company, the
name used in the original filing)
Three Commercial Place
Norfolk, VA 23510

Mr. Vernon A. Williams
September 18, 2001
Page 2

The equipment originally covered by the document is generally described as follows:


<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (inclusive)</u>
8	SD60 Diesel-Electric Locomotives General Motors Corporation (Electro-Motive Division)	GSF	6643-6650
25	C39-8 Diesel-Electric Locomotives General Electric Company	SOU	8639-8663

A recordation fee of \$28.00 will be paid by the person hand-delivering the counterparts, to whom the three extra stamped counterparts are to be returned.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated as of August 15, 2001, to terminate Equipment Trust Agreement with Recordation No. 14995, dated as of August 1, 1986, covering 8 diesel-electric locomotives numbered 6643-6650, and 25 diesel-electric locomotives numbered 8639-8663, both inclusive.

Sincerely,



James A. Squires

RECORDATION NO. 14995-C FILED

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 3 of 1986

SEP 21 '01

3-87 PM

SURFACE TRANSPORTATION BOARD

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that The Bank of New York (as successor to Mercantile-Safe Deposit and Trust Company) (the "Trustee"), as trustee under an Equipment Trust Agreement dated as of August 1, 1986, as -- if at all -- modified or supplemented to the date hereof (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly incorporated and doing business under the name of Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust No. 3 of 1986 (the "Equipment Trust"), hereby certifies that all the interest on, and all the principal of, the Equipment Trust Certificates issued under said Agreement have been fully paid or payment duly provided for, and that all the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind, whether express or implied, all the Trustee's right, title and interest in and to all the railroad equipment of every kind and character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its corporate officers under its corporate seal, this 15 day of August, 2001.

THE BANK OF NEW YORK, as Trustee

By: Thomas B. Zakrzewski
Title:

THOMAS B. ZAKRZEWSKI
VICE PRESIDENT

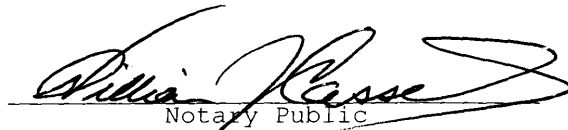
ATTEST:

[Signature]
Title:

Vice President

STATE OF NEW YORK)
)
CITY OF NEW YORK)

On this 15 day of August, 2001, before me,
a Notary Public, personally appeared **THOMAS B. ZAKRZEWSKI**,
to me personally known, who, being by me duly sworn, says he is a
VICE PRESIDENT of The Bank of New York, that the
seal affixed to the foregoing instrument is the corporate seal of
said corporation, that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of
Directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.


Notary Public

My commission expires:

WILLIAM J. GASSELLS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2002

The equipment originally covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (inclusive)</u>
8	SD60 Diesel-Electric Locomotives General Motors Corporation (Electro-Motive Division)	GSF	6643-6650
25	C39-8 Diesel-Electric Locomotives General Electric Company	SOU	8639-8663